

No: 933605

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

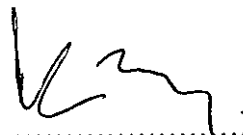
of

SUNRISE MEDICAL LIMITED

The following resolution was passed by written resolution having effect as an Ordinary Resolution on 19 December 1996:-

ORDINARY RESOLUTION

THAT, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £26,974, this authority to expire 5 years from the date on which this resolution is passed.



.....
Secretary

Dated 6th January 1997

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